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Counsel for BNSF Railway Company

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----X	:	
	:	Chapter 11
In re	:	
	:	Case No. 09-50026 (REG)
GENERAL MOTORS CORP., <i>et al.</i> ,	:	
	:	
Debtors.	:	
	:	
-----X	:	

**NOTICE OF APPEARANCE, REQUEST FOR MATRIX ENTRY
AND REQUEST FOR SERVICE OF NOTICE AND DOCUMENTS**

PLEASE TAKE NOTICE that pursuant to Bankruptcy Rule 9010(b), the undersigned appears as counsel for BNSF Railway Company ("BNSF").

PLEASE TAKE FURTHER NOTICE that, pursuant to Bankruptcy Rule 2002 (i), the undersigned requests that Edward C. Toole, Jr., Esq., Linda J. Casey, Esq. and Peter M. Lee, Esq. be added to the official mailing matrix and service lists in this case. In addition, said counsel requests that copies of all pleadings, motions, notices, and other papers, filed and/or served, in this case or any proceeding therein, be served upon them at the following addresses:

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PLEASE TAKE FURTHER NOTICE, that the foregoing request includes, without limitation, all orders, notices, applications, motions, petitions, pleadings, requests, complaints, demands, replies, answers, schedules of assets and liabilities, statements of affairs, operating reports, plans of reorganization, disclosure statements, whether formal or informal, whether written or oral and whether transmitted or conveyed by mail, hand delivery, telephone, telegraph, telex, telecopier, or otherwise.

This Notice of Appearance, Request For Matrix Entry and Request For Service of Notice and Documents on behalf of BNSF does not constitute, nor shall it be deemed to be, a

voluntary or involuntary submission to the jurisdiction of the Bankruptcy Court for any purpose.

Dated: June 17, 2009

PEPPER HAMILTON LLP

/s/ Linda J. Casey.

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CERTIFICATE OF SERVICE

The undersigned hereby certifies that on June 17, 2009, true and correct copies of the *Notice of Appearance, Request for Matrix Entry and Request for Service of Notice and Documents* were served by first class mail, postage prepaid on the following parties:

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By: /s/ Linda J. Casey
Linda J. Casey

Date: June 17, 2009